

United States Bankruptcy Court

Eastern District of Missouri

Voluntary Petition

Name of Debtor (if individual, enter Last, First, Middle): Bistate Bistro Associates, L.P.	Name of Joint Debtor (Spouse) (Last, First, Middle):
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names):	All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all) . 1256	Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all)
Street Address of Debtor (No. and Street, City, and State): 733 Crown Industrial Court, Suite V Chesterfield, MO <div style="text-align: right;">ZIP Code 63005</div>	Street Address of Joint Debtor (No. and Street, City, and State): <div style="text-align: right;">ZIP Code</div>
County of Residence or of the Principal Place of Business: Saint Louis	County of Residence or of the Principal Place of Business:
Mailing Address of Debtor (if different from street address): <div style="text-align: right;">ZIP Code</div>	Mailing Address of Joint Debtor (if different from street address): <div style="text-align: right;">ZIP Code</div>
Location of Principal Assets of Business Debtor (if different from street address above):	

Type of Debtor (Form of Organization) (Check one box)	Nature of Business (Check one box)	Chapter of Bankruptcy Code Under Which the Petition is Filed (Check one box)
<input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input type="checkbox"/> Corporation (includes LLC and LLP) <input checked="" type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)	<input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other Tax-Exempt Entity (Check box, if applicable) <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).	<input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding
Nature of Debts (Check one box)		
<input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose."		<input checked="" type="checkbox"/> Debts are primarily business debts.

Filing Fee (Check one box)	Chapter 11 Debtors
<input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A. <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.	Check one box: <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D). <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D). Check if: <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,343,300 (amount subject to adjustment on 4/01/13 and every three years thereafter). Check all applicable boxes: <input checked="" type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).

Statistical/Administrative Information	THIS SPACE IS FOR COURT USE ONLY
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.	
Estimated Number of Creditors	
<input checked="" type="checkbox"/> 1-49 <input type="checkbox"/> 50-99 <input type="checkbox"/> 100-199 <input type="checkbox"/> 200-999 <input type="checkbox"/> 1,000-5,000 <input type="checkbox"/> 5,001-10,000 <input type="checkbox"/> 10,001-25,000 <input type="checkbox"/> 25,001-50,000 <input type="checkbox"/> 50,001-100,000 <input type="checkbox"/> OVER 100,000	
Estimated Assets	
<input checked="" type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	
Estimated Liabilities	
<input type="checkbox"/> \$0 to \$50,000 <input type="checkbox"/> \$50,001 to \$100,000 <input type="checkbox"/> \$100,001 to \$500,000 <input type="checkbox"/> \$500,001 to \$1 million <input checked="" type="checkbox"/> \$1,000,001 to \$10 million <input type="checkbox"/> \$10,000,001 to \$50 million <input type="checkbox"/> \$50,000,001 to \$100 million <input type="checkbox"/> \$100,000,001 to \$500 million <input type="checkbox"/> \$500,000,001 to \$1 billion <input type="checkbox"/> More than \$1 billion	

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Bistate Bistro Associates, L.P.	
All Prior Bankruptcy Cases Filed Within Last 8 Years (If more than two, attach additional sheet)			
Location Where Filed: - None -	Case Number:	Date Filed:	
Location Where Filed:	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: See Attachment	Case Number:	Date Filed:	
District:	Relationship:	Judge:	
Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.) <input type="checkbox"/> Exhibit A is attached and made a part of this petition.	Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts.) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I delivered to the debtor the notice required by 11 U.S.C. §342(b). X _____ Signature of Attorney for Debtor(s) (Date)		
Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No.			
Exhibit D (To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.) <input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition. If this is a joint petition: <input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
Information Regarding the Debtor - Venue (Check any applicable box)			
<input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
Certification by a Debtor Who Resides as a Tenant of Residential Property (Check all applicable boxes)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
_____ (Name of landlord that obtained judgment)			
_____ (Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included in this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

Voluntary Petition

(This page must be completed and filed in every case)

Name of Debtor(s):

Bistate Bistro Associates, L.P.**Signatures****Signature(s) of Debtor(s) (Individual/Joint)**

I declare under penalty of perjury that the information provided in this petition is true and correct.

[If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7.

[If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. §342(b).

I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X _____
Signature of Debtor

X _____
Signature of Joint Debtor

Telephone Number (If not represented by attorney)

Date

Signature of Attorney*

X /s/ Mark A. Shaiken ED
Signature of Attorney for Debtor(s)

Mark A. Shaiken ED 111592; MO 42113

Printed Name of Attorney for Debtor(s)

Stinson Morrison Hecker LLP

Firm Name

1201 WalnutSuite 2900Kansas City, MO 64106-2150

Address

Email: mshaiken@stinson.com(816) 691-2770 Fax: (816) 412-8197

Telephone Number

June 2, 2010

Date

*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.

Signature of Debtor (Corporation/Partnership)

I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.

The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition.

X /s/ Bradley F. Bax 
Signature of Authorized Individual

Bradley F. Bax

Printed Name of Authorized Individual

Vice President, Chief Financial Officer

Title of Authorized Individual

June 2, 2010

Date

Signature of a Foreign Representative

I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.

(Check only one box.)

☐ I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. §1515 are attached.

☐ Pursuant to 11 U.S.C. §1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.

X _____
Signature of Foreign Representative

Printed Name of Foreign Representative

Date

Signature of Non-Attorney Bankruptcy Petition Preparer

I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.

Printed Name and title, if any, of Bankruptcy Petition Preparer

Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)

Address

X _____
Date

Signature of Bankruptcy Petition Preparer or officer, principal, responsible person, or partner whose Social Security number is provided above.

Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual:

If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.

A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both 11 U.S.C. §110; 18 U.S.C. §156.

UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
SOUTHEASTERN DIVISION

In re:)
)
BISTATE BISTRO ASSOCIATES, L.P.,) Case No. _____
)
) (Joint Administration Requested)
) Chapter 11
)
Debtor(s).)
)
)
)

**GLOBAL NOTES AND STATEMENT OF LIMITATIONS,
METHODOLOGY, AND DISCLAIMER REGARDING
DEBTORS' SCHEDULES AND STATEMENTS¹**

The Schedules of Assets and Liabilities and Statements of Financial Affairs (the "Schedules and Statements") filed by Bistate Bistro Associates, L.P. (Case No. 10-_____) ("Bistate" or the "Company") and the following of its direct and indirect subsidiaries and affiliates: Fayetteville Bistro, LLC and Primrose Restaurant Properties, L.P., respectively (collectively, the "Affiliate Debtors," and together with Bistate, the "Debtors"), in the United States Bankruptcy Court for the Eastern Western District of Missouri, St. Louis Division (the "Bankruptcy Court"), were prepared pursuant to 11 U.S.C. § 521 and Federal Rule of Bankruptcy Procedure 1007 by management of the Debtors and are unaudited. While those members of management responsible for preparation of the Schedules and Statements have made reasonable effort to ensure that the Schedules and Statements are accurate and complete based on information known to them at the time of preparation after reasonable inquiries, inadvertent errors or omissions may exist and/or the subsequent receipt of information may result in material changes in financial and other data contained in the Schedules and Statements which may warrant amendment of the same. The Debtors reserve their right to amend their Schedules and Statements from time to time as may be necessary or appropriate. These Global Notes and Statement of Limitations, Methodology, and Disclaimer Regarding Debtors' Schedules and Statements (the "Global Notes") are incorporated by reference in, and comprise an integral part of, the Schedules and Statements, and should be referred to and reviewed in connection with any review of the Schedules and Statements.

1. Description of the Cases and "As Of" Information Date. On June 2, 2010, the Debtors each filed a voluntary petition with the Bankruptcy Court for reorganization under Chapter 11 of Title 11 of the United States Code, 11 U.S.C. §§ 101, et seq. (the "Bankruptcy Code") and orders for relief were issued by the Bankruptcy Court. The Debtors are currently operating their businesses as debtors-in-possession pursuant to the Bankruptcy Code. Except as

¹ These Global Notes are followed by the Schedules of Assets and Liabilities or Statement of Financial Affairs for a particular Debtor.

noted in the Schedules and Statements, all asset and liability data contained in the Schedules and Statements are stated in United States currency as of June 2, 2010. In some instances, the Debtors have used estimates or pro-rated amounts where actual data as of June 2, 2010, was not available. The Debtors have made reasonable effort to allocate liabilities between the prepetition and postpetition periods based on the information and research that was conducted in connection with the preparation of the Schedules and Statements. As additional information becomes available and further research is conducted, the Debtors may modify the allocation of liabilities between prepetition and postpetition.

2. Basis of Presentation. Unlike the consolidated financial information used for the Company's financial reporting purposes, the Schedules and Statements reflect the assets and liabilities of the Debtors based on the Debtors' non-audited book and tax records. The Debtors do not, other than periodically on an unaudited, non-GAAP (defined below) basis primarily for tax purposes, prepare financial statements for their subsidiaries and affiliates, and the Debtors do not maintain full, separate, stand-alone accounting records in their general ledger. This means that audited financial statements and supporting schedules have not been prepared for each Debtor. These Schedules and Statements do not purport to represent financial statements prepared in accordance with Generally Accepted Accounting Principles ("GAAP").

3. Summary of Significant Reporting Policies. The Debtors use a consolidated cash management system through which the Debtors pay substantially all liabilities and expenses. Accordingly, for purposes of the Schedules and Statements, the Debtors have not allocated certain assets and liabilities among the Debtors and, therefore, certain assets and substantially all liabilities are reflected on a consolidated basis in the Schedules and Statements for each Debtor even though certain liabilities may be allocable to certain Debtors. In addition, the following conventions were adopted by the Debtors in the preparation of the Schedules and Statements:

(a) Debtors. As noted above, because the Debtors do not maintain separate, full, stand-alone accounting records in their general ledger, the Schedules and Statements are based primarily on the Debtors' non-audited book and tax records.

(i) Although separate Schedules and Statements have been prepared and filed for each of the Debtors, certain of the information set forth in the Schedules and Statements has been prepared on a consolidated basis.

(ii) Operating income (Statement 1) and non-operating income (Statement 2) have been reported on a consolidated basis for each Debtor and its immediate subsidiaries and appear in the Statements filed in each Debtors' case.

(iii)

Fayetteville was not actively engaged in business as of June 2, 2010, and has no material assets or liabilities.

(b) Book value. Unless otherwise noted, the Schedules reflect the carrying value of the assets and liabilities based upon an estimate of their current market values, if known. Otherwise, values will be determined at a later date.

(c) Causes of Action. The Debtors have not set forth causes of action against third parties as assets in their Schedules and Statements. The Debtors reserve all of their rights with respect to any causes of action they may have and neither these Global Notes nor the Schedules and Statements shall be deemed a waiver of any such causes of action.

(d) Intellectual Property. The Debtors have not listed in the Schedules and Statements computer software licenses or other similar operating licenses, if any, that are necessary to operate the Company's information systems.

(e) Schedule D. Except as otherwise agreed pursuant to a stipulation or agreed order or general order entered by the Bankruptcy Court, the Debtors reserve their rights to dispute or challenge the validity, perfection or immunity from avoidance of any lien purported to be granted or perfected in any specific asset to a secured creditor listed on Schedule D of any Debtor. Moreover, although the Debtors may have scheduled claims of various creditors as secured claims, the Debtors reserve all rights to dispute or challenge the secured nature of any such creditor's claim or the characterization of the structure of any such transaction or any document or instrument (including without limitation, any intercompany agreement) related to such creditor's claim. In certain instances, a Debtor may be a co-obligor, co-mortgagor or guarantor with respect to scheduled claims of other Debtors, and no claim set forth on Schedule D of any Debtor is intended to acknowledge claims of creditors that are otherwise satisfied or discharged by other entities. The descriptions provided in Schedule D are intended only to be a summary. Reference to the applicable loan agreements and related documents is necessary for a complete description of the collateral and the nature, extent and priority of any liens. Nothing in the Global Notes or the Schedules and Statements shall be deemed a modification or interpretation of the terms of such agreements.

(f) Schedule E. Certain of the claims of state and local taxing authorities may be set forth in Schedule E, which the Debtors have designated as contingent, ultimately may be deemed to be secured claims, if ever allowed, pursuant to state or local laws.

(g) Schedule G. The businesses of the Debtors are complex. While every effort has been made to ensure the accuracy of the Schedule of Executory Contracts, inadvertent errors or omissions may have occurred. The Debtors hereby reserve all of their rights to dispute the validity, status, or enforceability of any contracts, agreements or leases set forth in Schedule G and to amend or supplement such Schedule as necessary. The contracts, agreements and leases listed on Schedule G may have expired or may have been modified, amended, or supplemented from time to time by various amendments, restatements, waivers, estoppel certificates, letter and other documents, instruments and agreements which may not be listed therein. Certain of the real property leases listed on Schedule G may contain renewal options, guarantees of payments, options to purchase, rights of first refusal, rights to lease additional space and other miscellaneous rights. Such rights, powers, duties and obligations are not set forth on Schedule G. Certain of the executory agreements may not have been memorialized and could be subject to dispute. Executory agreements that are oral in nature have been scheduled to the best of the Debtors' knowledge. Schedule G does not include purchase orders. Additionally, the Debtors may be parties to various other agreements concerning real property, such as easements, rights of way, subordination, non-disturbance, supplemental agreements, amendments/letter agreements, title documents, consents, site plans, maps and other

miscellaneous agreements. Such agreements, if any, are not set forth in Schedule G. Certain of the agreements listed on Schedule G may be in the nature of conditional sales agreements or secured financings. The presence of a contract or agreement on Schedule G does not constitute an admission that such contract or agreement is an executory contract or unexpired lease. The Debtors reserve all of their rights, claims and causes of action with respect to the contracts and agreements listed on these Schedules, including the right to dispute or challenge the characterization or the structure of any transaction, document, or instrument.

4. Interests in Subsidiaries. Bistate and Primrose own directly or indirectly various subsidiaries. Each Debtor's "Schedule B — Personal Property" schedules its ownership interests, if any, in subsidiaries. The value of such interests is dependent upon numerous variables and factors, including the cost of acquiring such stock or interest, the underlying subsidiaries' profits and losses, as well as any distributions. Given the complexities of these variables, the Debtors have not scheduled a value of such stock or interests.

5. Claims. Certain of the Debtors' Schedules list creditors and set forth the Debtors' estimate of the claims of creditors as of June 2, 2010. The Bankruptcy Court may authorize the Debtors, among other matters, to pay certain claims in the ordinary course of business. Accordingly, the actual unpaid claims of creditors that may be allowed in these cases may differ from the amounts set forth in the Schedules and Statements.

6. Disputed, Contingent and/or Unliquidated Claims. Schedules D, E and F permit each of the Debtors to designate a claim as disputed, contingent and/or unliquidated. A failure to designate a claim on any of these Schedules as disputed, contingent and/or unliquidated does not constitute an admission that such claim is not subject to objection. The Debtors reserve the right to dispute, or assert offsets or defenses to, any claim reflected on these Schedules as to amount, liability or status. Claims designated as unliquidated are set forth in the amount of \$0.00 and, therefore, are not necessarily reflected in the aggregate amount of liabilities set forth in the Statements. In the event any such claims would be liquidated, if not otherwise disputed or contingent, the aggregate amount of the Debtors' liabilities would necessarily increase thereby.

In re **Bistate Bistro Associates, L.P.** Case No. _____

Debtor

FORM 1. VOLUNTARY PETITION

Pending Bankruptcy Cases Filed Attachment

<u>Name of Debtor / District</u>	<u>Case No. / Relationship</u>	<u>Date Filed / Judge</u>
Fayetteville Bistro, LLC E.D. Missouri	Affiliate	06/02/10
Primrose Restaurant Properties, LP E.D. Missouri	Affiliate	06/02/10

United States Bankruptcy Court
Eastern District of Missouri

In re **Bistate Bistro Associates, L.P.**

Debtor(s)

Case No.

Chapter

11

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

Following is the list of the debtor's creditors holding the 20 largest unsecured claims. The list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 [or chapter 9] case. The list does not include (1) persons who come within the definition of "insider" set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the 20 largest unsecured claims. If a minor child is one of the creditors holding the 20 largest unsecured claims, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
Captec Financial Group, Inc. c/o Bank of New York 600 E. Las Colinas Blvd. Suite 1300 Irving, TX 75039	Captec Financial Group, Inc. c/o Bank of New York 600 E. Las Colinas Blvd. Irving, TX 75039	Guarantor	Contingent Unliquidated	1,054,493.00
CEF Funding V, LLC C/o GE Capital Franchise Finance Corp. 17207 North Perimeter Drive Scottsdale, AZ 85255	CEF Funding V, LLC C/o GE Capital Franchise Finance Corp. 17207 North Perimeter Drive Scottsdale, AZ 85255		Contingent	840,000.00
Day Jay Associates c/o General Growth Properties 110 N. Wacker Drive Attn: Law / Leasing Chicago, IL 60606	Day Jay Associates c/o General Growth Properties 110 N. Wacker Drive Chicago, IL 60606	Quail Springs Bistro, LLC Lease	Contingent	Unknown
Fairview Hospitality, LLC c/o Ramada Inn 6900 N. Illinois Fairview Heights, IL 62208	Fairview Hospitality, LLC c/o Ramada Inn 6900 N. Illinois Fairview Heights, IL 62208	Fairview Heights Bistro, LLC Lease	Contingent	Unknown
Finegood Family Trust c/o Ken Epstein, CPA 21550 Oxnard Street, Suite 485 Woodland Hills, CA 91367	Finegood Family Trust c/o Ken Epstein, CPA 21550 Oxnard Street, Suite 485 Woodland Hills, CA 91367	Wichita West Bistro, LLC Lease	Contingent Unliquidated	Unknown
GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004	GE Capital Attn Bridget Carr 10900 NE 4th Street Bellevue, WA 98004	Restaurant equipment at Fairview Heights restaurant		306,252.00 (Unknown secured)
GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004	GE Capital Attn Bridget Carr 10900 NE 4th Street Bellevue, WA 98004	Remodeling improvements at Oklahoma City restaurant		378,681.00 (Unknown secured)

In re **Bistate Bistro Associates, L.P.**

Case No. _____

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1) <i>Name of creditor and complete mailing address including zip code</i>	(2) <i>Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted</i>	(3) <i>Nature of claim (trade debt, bank loan, government contract, etc.)</i>	(4) <i>Indicate if claim is contingent, unliquidated, disputed, or subject to setoff</i>	(5) <i>Amount of claim [if secured, also state value of security]</i>
GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004	GE Capital Attn Bridget Carr 10900 NE 4th Street Bellevue, WA 98004	Remodeling improvements of Tulsa Memorial TGIF		202,157.00 (Unknown secured)
GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004	GE Capital Attn Bridget Carr 10900 NE 4th Street Bellevue, WA 98004	Remodeling improvements at Tulsa Promenade TGIF		204,935.00 (Unknown secured)
GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004	GE Capital Attn Bridget Carr 10900 NE 4th Street Bellevue, WA 98004	Remodeling improvements at Creve Coeur TGIF		276,300.00 (Unknown secured)
GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004	GE Capital Attn Bridget Carr 10900 NE 4th Street Bellevue, WA 98004	Assignor	Contingent	2,633,142.00
GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004	GE Capital Attn Bridget Carr 10900 NE 4th Street Bellevue, WA 98004	Remodeling improvements at Downtown St. Louis TGIF - Guarantor on St. Louis Bistro, LLC Loan	Contingent	297,304.00
GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004	GE Capital Attn Bridget Carr 10900 NE 4th Street Bellevue, WA 98004	Guarantor on Springfield Bistro, LLC loan	Contingent	285,863.00
John D Furby 5235 S. Holt Avenue Los Angeles, CA 90056	John D Furby 5235 S. Holt Avenue Los Angeles, CA 90056	Springfield Bistro Lease	Contingent Unliquidated	Unknown
JSJ Realty Associates c/o Joel Silverman 4589 Via Vistosa Santa Barbara, CA 93110	JSJ Realty Associates c/o Joel Silverman 4589 Via Vistosa Santa Barbara, CA 93110	OK City Bistro, LLC Lease	Contingent Unliquidated	Unknown
Jules & Associates Inc. 515 S. Figueroa Street Suite 1950 Los Angeles, CA 90071	Jules & Associates Inc. 515 S. Figueroa Street Suite 1950 Los Angeles, CA 90071		Contingent	157,105.00

Debtor(s)

LIST OF CREDITORS HOLDING 20 LARGEST UNSECURED CLAIMS

(Continuation Sheet)

(1) Name of creditor and complete mailing address including zip code	(2) Name, telephone number and complete mailing address, including zip code, of employee, agent, or department of creditor familiar with claim who may be contacted	(3) Nature of claim (trade debt, bank loan, government contract, etc.)	(4) Indicate if claim is contingent, unliquidated, disputed, or subject to setoff	(5) Amount of claim [if secured, also state value of security]
Key Equipment Finance Inc. 11030 Circle Point Road, 2nd Fl. Broomfield, CO 80020	Key Equipment Finance Inc. 11030 Circle Point Road, 2nd Fl. Broomfield, CO 80020	Restaurant "Kitchen Management" Systems for 10 restaurants; kitchen equipment for Fayetteville		23,428.00 (Unknown secured)
Marie Jacobs 34 Pacland Estates Drive Chesterfield, MO 63005-4353	Marie Jacobs 34 Pacland Estates Drive Chesterfield, MO 63005-4353	loaned money to Debtor		252,000.00
Slevin Capital Investments Inc. 24 Pentwater Drive South Barrington, IL 60010	Slevin Capital Investments Inc. 24 Pentwater Drive South Barrington, IL 60010	Fayetteville Bistro, LLC Lease	Contingent Unliquidated Disputed	241,027.00
Steve Bell 302 Glen Hollow Saint Albans, MO 63073	Steve Bell 302 Glen Hollow Saint Albans, MO 63073			225,000.00

**DECLARATION UNDER PENALTY OF PERJURY
ON BEHALF OF A CORPORATION OR PARTNERSHIP**

I, the Vice President, Chief Financial Officer of the partnership named as the debtor in this case, declare under penalty of perjury that I have read the foregoing list and that it is true and correct to the best of my information and belief.

Date June 2, 2010Signature /s/ Bradley F. Bax

Bradley F. Bax

Vice President, Chief Financial Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court
Eastern District of Missouri

In re **Bistate Bistro Associates, L.P.**,
 Debtor

Case No. _____

Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	4	44,409.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	2		1,391,753.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	1		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	4		5,985,934.00	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	8			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		21			
Total Assets			44,409.00		
Total Liabilities				7,377,687.00	

United States Bankruptcy Court
Eastern District of Missouri

In re **Bistate Bistro Associates, L.P.**

Debtor

Case No. _____

Chapter **11**

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

☐ Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

In re **Bistate Bistro Associates, L.P.**

Case No. _____

Debtor

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
NONE		-	0.00	0.00

Sub-Total >	0.00	(Total of this page)
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Total >	0.00
---------	------

(Report also on Summary of Schedules)

0 continuation sheets attached to the Schedule of Real Property

In re **Bistate Bistro Associates, L.P.**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Operating Account - First Bank Location: 11901 Olive Blvd. Creve Coeur, MO 63141	-	0.00
		Operating Account First Bank 11901 Olive Blvd. Creve Coeur, MO 63141	-	44,000.00
		Gift Card Account First Bank 11901 Olive Blvd. Creve Coeur, MO 63141	-	409.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.	X			

Sub-Total > **44,409.00**
(Total of this page)

In re **Bistate Bistro Associates, L.P.**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
10. Annuities. Itemize and name each issuer.	X			
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		Tulsa Promenade Bistro, LLC 1279 Westwind Circle Westlake Village, CA 91361	-	Unknown
		Quail Springs Bistro, LLC 2515 West Memorial Road Oklahoma City, OK 73134	-	Unknown
		South County Bistro, LLC 5262 S. Lindbergh St. Louis, MO 63126	-	Unknown
		Wichita West Bistro, LLC 2441 N. Maize Road Wichita, KS 67205	-	Unknown
		Fayetteville Bistro, LLC 3619 North Mall Avenue Fayetteville, AR 67205	-	Unknown
		Creve Coeur Bistro, LLC 12398 Olive Blvd. Creve Coeur, MO 63141	-	Unknown
		St. Charles Bistro, LLC 733 V Crown Industrial Court Chesterfield, MO 63005	-	Unknown
		Fairview Heights Bistro, LLC 6910 N. Illinois Fairview Heights, IL 62008	-	Unknown
		St. Louis Bistro, LLC 529 Chestnut St. Louis, MO 63101	-	Unknown

Sub-Total > 0.00
(Total of this page)

Sheet 1 of 3 continuation sheets attached
to the Schedule of Personal Property

In re **Bistate Bistro Associates, L.P.**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Springfield Bistro, LLC 3242 S. Stewart Springfield, MO 65804	-	Unknown
		Columbia Bistro, LLC	-	Unknown
		OK City Bistro, LLC 4239 Northwest Expressway Oklahoma City, OK 73116	-	Unknown
		Tulsa Memorial Bistro, LLC 8221 E. 61st Street Tulsa, OK 74133	-	Unknown
14. Interests in partnerships or joint ventures. Itemize.	X			
15. Government and corporate bonds and other negotiable and nonnegotiable instruments.	X			
16. Accounts receivable.	X			
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.	X			
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.	X			

Sub-Total > **0.00**
(Total of this page)

Sheet 2 of 3 continuation sheets attached
to the Schedule of Personal Property

In re **Bistate Bistro Associates, L.P.**

Case No. _____

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.	X			
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.	X			
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.	X			

Sub-Total >	0.00
(Total of this page)	
Total >	44,409.00

Sheet **3** of **3** continuation sheets attached
to the Schedule of Personal Property

(Report also on Summary of Schedules)

In re **Bistate Bistro Associates, L.P.**

Case No. _____

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is a creditor, the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor", include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H", "W", "J", or "C" in the column labeled "Husband, Wife, Joint, or Community".

If the claim is contingent, place an "X" in the column labeled "Contingent". If the claim is unliquidated, place an "X" in the column labeled "Unliquidated". If the claim is disputed, place an "X" in the column labeled "Disputed". (You may need to place an "X" in more than one of these three columns.)

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion" on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E B T O R	H U S B A N D W I F E J O I N T C O M M U N I T Y	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No. xxxx2015			11/26/1996					
GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004	X	-	Leasehold mortgage Restaurant equipment at Fairview Heights restaurant				306,252.00	Unknown
			Value \$ Unknown					
Account No. x1136			Remodeling improvements at Oklahoma City restaurant					
GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004	X	-					378,681.00	Unknown
			Value \$ Unknown					
Account No. x1294			8/28/2006					
GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004	X	-	UCC Filing Remodeling improvements of Tulsa Memorial TGIF				202,157.00	Unknown
			Value \$ Unknown					
Account No. x1295			9/21/2006					
GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004	X	-	UCC Filing Remodeling improvements at Tulsa Promenade TGIF				204,935.00	Unknown
			Value \$ Unknown					
Subtotal							1,092,025.00	0.00
(Total of this page)								

1 continuation sheets attached

In re **Bistate Bistro Associates, L.P.**

Case No. _____

Debtor

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

(Continuation Sheet)

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions.)	C O D E B O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
Account No. x1296			12/20/2006					
GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004	X	-	UCC Filing Remodeling improvements at Creve Coeur TGIF				276,300.00	Unknown
			Value \$ Unknown					
Account No. xxxxxx3721			9/30/05					
Key Equipment Finance Inc. 11030 Circle Point Road, 2nd Fl. Broomfield, CO 80020	X	-	UCC Filing Restaurant "Kitchen Management" Systems for 10 restaurants; kitchen equipment for Fayetteville				23,428.00	Unknown
			Value \$ Unknown					
Account No.			Notice Only					
Wells Fargo Equipment Finance 733 Marquette Minneapolis, MN 55479		-					Unknown	Unknown
			Value \$ Unknown					
Account No.								
			Value \$					
Account No.								
			Value \$					
Subtotal (Total of this page)							299,728.00	0.00
Total (Report on Summary of Schedules)							1,391,753.00	0.00

Sheet **1** of **1** continuation sheets attached to
Schedule of Creditors Holding Secured Claims

In re Bistate Bistro Associates, L.P.

Case No. _____

Debtor

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☒ Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

☐ **Domestic support obligations**

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

☐ **Extensions of credit in an involuntary case**

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

☐ **Wages, salaries, and commissions**

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$11,725* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

☐ **Contributions to employee benefit plans**

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

☐ **Certain farmers and fishermen**

Claims of certain farmers and fishermen, up to \$5,775* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

☐ **Deposits by individuals**

Claims of individuals up to \$2,600* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

☐ **Taxes and certain other debts owed to governmental units**

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. § 507(a)(8).

☐ **Commitments to maintain the capital of an insured depository institution**

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

☐ **Claims for death or personal injury while debtor was intoxicated**

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

In re **Bistate Bistro Associates, L.P.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Code debtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Code debtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

☐ Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No. Captec Financial Group , Inc. c/o Bank of New York 600 E. Las Colinas Blvd. Suite 1300 Irving, TX 75039	X	-	3/19/1998 Guarantor	X	X		1,054,493.00
Account No. CEF Funding V, LLC C/o GE Capital Franchise Finance Corp. 17207 North Perimeter Drive Scottsdale, AZ 85255	X	-		X			840,000.00
Account No. Day Jay Associates c/o General Growth Properties 110 N. Wacker Drive Attn: Law / Leasing Chicago, IL 60606	X	-	Quail Springs Bistro, LLC Lease	X			Unknown
Account No. Fairview Hospitality, LLC c/o Ramada Inn 6900 N. Illinois Fairview Heights, IL 62208	X	-	Fairview Heights Bistro, LLC Lease	X			Unknown
Subtotal (Total of this page)							1,894,493.00

3 continuation sheets attached

In re **Bistate Bistro Associates, L.P.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E	D E B T O R	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.				10/19/2006 Wichita West Bistro, LLC Lease				Unknown
Finegood Family Trust c/o Ken Epstein, CPA 21550 Oxnard Street, Suite 485 Woodland Hills, CA 91367	X	-			X	X		
Account No. x6977				12/31/04 Assignor				2,633,142.00
GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004	X	-			X			
Account No.				12/27/2007 Guarantor on Springfield Bistro, LLC loan				285,863.00
GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004	X	-			X			
Account No. xxxxx6002				2/27/08 Remodeling improvemenets at Downtown St. Louis TGIF - Guarantor on St. Louis Bistro, LLC Loan				297,304.00
GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004	X	-			X			
Account No.				4/21/2005 Springfield Bistro Lease				Unknown
John D Furby 5235 S. Holt Avenue Los Angeles, CA 90056	X	-			X	X		
<div style="display: flex; justify-content: space-between;"> Sheet no. <u>1</u> of <u>3</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims Subtotal (Total of this page) </div>								3,216,309.00

In re **Bistate Bistro Associates, L.P.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E	D E B T O R	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.			8/26/2006 OK City Bistro, LLC Lease				Unknown
JSJ Realty Associates c/o Joel Silverman 4589 Via Vistosa Santa Barbara, CA 93110	X	-		X	X		
Account No.							157,105.00
Jules & Associates Inc. 515 S. Figueroa Street Suite 1950 Los Angeles, CA 90071	X	-		X			
Account No.			December 1991 loaned money to Debtor				252,000.00
Marie Jacobs 34 Pacland Estates Drive Chesterfield, MO 63005-4353		-					
Account No.			South County Bistro, LLC Lease				Unknown
Ronnie's Enterprises, Inc. 12800 Manchester Road Saint Louis, MO 63131	X	-					
Account No.			7/25/2006 Fayetteville Bistro, LLC Lease				241,027.00
Slevin Capital Investments Inc. 24 Pentwater Drive South Barrington, IL 60010	X	-		X	X	X	
Subtotal (Total of this page)							650,132.00

Sheet no. 2 of 3 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

In re **Bistate Bistro Associates, L.P.**

Case No. _____

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	C O D E D E B T O R	H W J C	Husband, Wife, Joint, or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM
Account No.				December 1991 loaned money to Debtor				225,000.00
Steve Bell 302 Glen Hollow Saint Albans, MO 63073		-						
Account No.				Tulsa Memorial Bistro, LLC Lease				Unknown
TCI Eton Square, L.P. 1800 Valley View Lane, Suite 300 Attn: Buz Ziegler Dallas, TX 75234	X	-			X			
Account No.				10/27/2005 Tulsa Promenade Bistro, LLC Lease				Unknown
Tryon N. Sisson and Delores A Sisson 1279 Westwind Circle Westlake Village, CA 91361	X	-			X	X		
Account No.				St. Louis Bistro, LLC Lease				Unknown
UGP-Kiener/Stadium Parking, LLC c/o Interpart, Inc. 200 N. LaSalle Street, Suite 1400 Attn: Charles J. Murphy Chicago, IL 60601	X	-						
Account No.				Creve Coeur Bistro, LLC Lease				Unknown
Westgate Centre, LLC #7 North Bemiston Saint Louis, MO 63105	X	-			X			

Sheet no. 3 of 3 sheets attached to Schedule of
Creditors Holding Unsecured Nonpriority Claims

Subtotal
(Total of this page)

225,000.00

Total
(Report on Summary of Schedules)

5,985,934.00

In re **Bistate Bistro Associates, L.P.**

Case No. _____

Debtor

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser", "Agent", etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no executory contracts or unexpired leases.

Name and Mailing Address, Including Zip Code,
of Other Parties to Lease or Contract

Description of Contract or Lease and Nature of Debtor's Interest.
State whether lease is for nonresidential real property.
State contract number of any government contract.

GE Capital
8377 E. Hartford Drive, Suite 200
Scottsdale, AZ 85255

Equipment Lease - Creve Coeur

GE Capital
Attn Bridget Carr
10900 NE 4th Street
Suite 500
Bellevue, WA 98004

Equipment Lease Tulsa Promenade

GE Capital
Attn Bridget Carr
10900 NE 4th Street
Suite 500
Bellevue, WA 98004

Equipment Lease Tulsa Memorial

GE Capital Franchise Finance Corp.
8377 East Hartford Drive
Scottsdale, AZ 85255

Oklahoma City Equipment Lease

Key Equipment Finance Inc.
11030 Circle Point Road, 2nd Fl.
Westminster, CO 80020

Equipment Leases

In re **Bistate Bistro Associates, L.P.**

Case No. _____

Debtor

SCHEDULE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

☐ Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Bistate Bistro Associates, LP 733 Crown Industrial Ct. Suite V Chesterfield, MO 63005	Finegood Family Trust c/o Ken Epstein, CPA 21550 Oxnard Street, Suite 485 Woodland Hills, CA 91367
Bistate Bistro Associates, LP 733 Crown Industrial Ct. Suite V Chesterfield, MO 63005	Westgate Centre, LLC #7 North Bemiston Saint Louis, MO 63105
Bistate Bistro Associates, LP 733 Crown Industrial Ct. Suite V Chesterfield, MO 63005	UGP-Kiener/Stadium Parking, LLC c/o Interpart, Inc. 200 N. LaSalle Street, Suite 1400 Attn: Charles J. Murphy Chicago, IL 60601
Bistate Bistro Associates, LP 733 Crown Industrial Ct. Suite V Chesterfield, MO 63005	Fairview Hospitality, LLC c/o Ramada Inn 6900 N. Illinois Fairview Heights, IL 62208
Bistate Bistro Associates, LP 733 Crown Industrial Ct. Suite V Chesterfield, MO 63005	Slevin Capital Investments Inc. 24 Pentwater Drive South Barrington, IL 60010
Bistate Bistro Associates, LP 733 Crown Industrial Ct. Suite V Chesterfield, MO 63005	JSJ Realty Associates c/o Joel Silverman 4589 Via Vistosa Santa Barbara, CA 93110
Bistate Bistro Associates, LP 733 Crown Industrial Ct. Suite V Chesterfield, MO 63005	Day Jay Associates c/o General Growth Properties 110 N. Wacker Drive Attn: Law / Leasing Chicago, IL 60606
Bistate Bistro Associates, LP 733 Crown Industrial Ct. Suite V Chesterfield, MO 63005	Ronnie's Enterprises, Inc. 12800 Manchester Road Saint Louis, MO 63131
Bistate Bistro Associates, LP 733 Crown Industrial Ct. Suite V Chesterfield, MO 63005	John D Furby 5235 S. Holt Avenue Los Angeles, CA 90056

In re **Bistate Bistro Associates, L.P.**

Case No. _____

Debtor

SCHEDULE H - CODEBTORS

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Bistate Bistro Associates, LP 733 Crown Industrial Ct. Suite V Chesterfield, MO 63005	TCI Eton Square, L.P. 1800 Valley View Lane, Suite 300 Attn: Buz Ziegler Dallas, TX 75234
Bistate Bistro Associates, LP 733 Crown Industrial Ct. Suite V Chesterfield, MO 63005	Tryon N. Sisson and Delores A Sisson 1279 Westwind Circle Westlake Village, CA 91361
Creve Coeur Bistro, LLC 733 Crown Industrial Court, Suite V Chesterfield, MO 63005	GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004
Creve Coeur Bistro, LLC 12398 Olive Blvd. Creve Coeur, MO 63141	Westgate Centre, LLC #7 North Bemiston Saint Louis, MO 63105
Creve Coeur Bistro, LLC 12398 Olive Blvd. Creve Coeur, MO 63141	GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004
Fairview Hospitality, LLC c/o Ramada Inn 6900 N. Illinois Fairview Heights, IL 62208	Fairview Hospitality, LLC c/o Ramada Inn 6900 N. Illinois Fairview Heights, IL 62208
Fayetteville Bistro, LLC 3619 North Mall Avenue Fayetteville, AR	Slevin Capital Investments Inc. 24 Pentwater Drive South Barrington, IL 60010
OK City Bistro, LLC 733 Crown Industrial Court, Ste. V Chesterfield, MO 63005	GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004
OK City Bistro, LLC 4239 Northwest Expressway Oklahoma City, OK 73116	JSJ Realty Associates c/o Joel Silverman 4589 Via Vistosa Santa Barbara, CA 93110
OK City Bistro, LLC 4239 Northwest Expressway Oklahoma City, OK 73116	GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004

In re **Bistate Bistro Associates, L.P.**

Case No. _____

Debtor

SCHEDULE H - CODEBTORS

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Primrose Restaurant Properties, LP 733 Crown Industrial Court, Suite V Chesterfield, MO 63005	GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004
Primrose Restaurant Properties, LP 733 Crown Industrial Court, Ste. V Chesterfield, MO 63005	Slevin Capital Investments Inc. 24 Pentwater Drive South Barrington, IL 60010
Primrose Restaurant Properties, LP 733 Crown Industrial Court, Ste. V Chesterfield, MO 63005	Key Equipment Finance Inc. 11030 Circle Point Road, 2nd Fl. Broomfield, CO 80020
Primrose Restaurant Properties, LP 733 Crown Industrial Court, Suite V Chesterfield, MO 63005	Captec Financial Group, Inc. c/o Bank of New York 600 E. Las Colinas Blvd. Suite 1300 Irving, TX 75039
Primrose Restaurant Properties, LP 733 Crown Industrial Court, Suite V Chesterfield, MO 63005	Captec Financial Group, Inc. c/o Bank of New York 600 E. Las Colinas Blvd. Suite 1300 Irving, TX 75039
Primrose Restaurant Properties, LP 733 Crown Industrial Court, Suite V Chesterfield, MO 63005	GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004
Primrose Restaurant Properties, LP 733 Crown Industrial Court, Suite V Chesterfield, MO 63005	GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004
Primrose Restaurant Properties, LP 733 Crown Industrial Court, Suite V Chesterfield, MO 63005	GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004
Primrose Restaurant Properties, LP 733 Crown Industrial Court, Suite V Chesterfield, MO 63005	GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004

In re **Bistate Bistro Associates, L.P.**

Case No. _____

Debtor

SCHEDULE H - CODEBTORS

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Primrose Restaurant Properties, LP 733 Crown Industrial Court, Suite V Chesterfield, MO 63005	GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004
Primrose Restaurant Properties, LP 733 Crown Industrial Court, Suite V Chesterfield, MO 63005	GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004
Primrose Restaurant Properties, LP 733 Crown Industrial Court, Suite V Chesterfield, MO 63005	GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004
Primrose Restaurant Properties, LP 733 Crown Industrial Court, Ste. V Chesterfield, MO 63005	Key Equipment Finance Inc. 11030 Circle Point Road, 2nd Fl. Broomfield, CO 80020
Primrose Restaurant Properties, LP 733 Crown Industrial Court, Suite V Chesterfield, MO 63005	Jules & Associates Inc. 515 S. Figueroa Street Suite 1950 Los Angeles, CA 90071
Quail Springs Bistro, LLC 2515 West Memorial Road Oklahoma City, OK 73134	Day Jay Associates c/o General Growth Properties 110 N. Wacker Drive Attn: Law / Leasing Chicago, IL 60606
Quail Springs RE, LLC 733 Crown Industrial Court, Ste. V Chesterfield, MO 63005	CEF Funding V, LLC C/o GE Capital Franchise Finance Corp. 17207 North Perimeter Drive Scottsdale, AZ 85255
South County Bistro, LLC 733 Crown Industrial Court, Ste. V Chesterfield, MO 63005	GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004
South County Bistro, LLC 5262 S. Lindbergh Saint Louis, MO 63126	Ronnie's Enterprises, Inc. 12800 Manchester Road Saint Louis, MO 63131
South County Bistro, LLC 5262 S. Lindbergh Saint Louis, MO 63126	GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004

In re **Bistate Bistro Associates, L.P.**

Case No. _____

Debtor

SCHEDULE H - CODEBTORS

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Springfield Bistro, LLC 733 Crown Industrial Court, Ste. V Chesterfield, MO 63005	GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004
Springfield Bistro, LLC 3242 S. Stewart Springfield, MO 65804	John D Furby 5235 S. Holt Avenue Los Angeles, CA 90056
St. Louis Bistro, LLC 529 Chestnut Saint Louis, MO 63101	UGP-Kiener/Stadium Parking, LLC c/o Interpart, Inc. 200 N. LaSalle Street, Suite 1400 Attn: Charles J. Murphy Chicago, IL 60601
Tricorp Food Services, Inc. 733 Crown Industrial Court, St. V Chesterfield, MO 63005	GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004
Tricorp Food Services, Inc. 733 Crown Industrial Court, St. V Chesterfield, MO 63005	GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004
Tricorp Food Services, Inc. 733 Crown Industrial Court, St. V Chesterfield, MO 63005	GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004
Tricorp Food Services, Inc. 733 Crown Industrial Court, St. V Chesterfield, MO 63005	GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004
Tricorp Food Services, Inc. 733 Crown Industrial Court, St. V Chesterfield, MO 63005	GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004
Tricorp Food Services, Inc. 733 Crown Industrial Court, St. V Chesterfield, MO 63005	CEF Funding V, LLC C/o GE Capital Franchise Finance Corp. 17207 North Perimeter Drive Scottsdale, AZ 85255

In re **Bistate Bistro Associates, L.P.**

Case No. _____

Debtor

SCHEDULE H - CODEBTORS

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Tricorp Management Company 733 Crown Industrial Court, Ste. V Chesterfield, MO 63005	GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004
Tricorp Management Company 733 Crown Industrial Court, Ste. V Chesterfield, MO 63005	GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004
Tricorp Management Company 733 Crown Industrial Court, Ste. V Chesterfield, MO 63005	GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004
Tricorp Management Company 733 Crown Industrial Court, Ste. V Chesterfield, MO 63005	GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004
Tricorp Management Company 733 Crown Industrial Court, Ste. V Chesterfield, MO 63005	GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004
Tricorp Management Company 733 Crown Industrial Court, Ste. V Chesterfield, MO 63005	GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004
Tricorp Management Company 733 Crown Industrial Court, Ste. V Chesterfield, MO 63005	Key Equipment Finance Inc. 11030 Circle Point Road, 2nd Fl. Broomfield, CO 80020
Tricorp Management Company 733 Crown Industrial Court, Ste. V Chesterfield, MO 63005	CEF Funding V, LLC C/o GE Capital Franchise Finance Corp. 17207 North Perimeter Drive Scottsdale, AZ 85255
Tricorp Management Company 733 Crown Industrial Court, Ste. V Chesterfield, MO 63005	Jules & Associates Inc. 515 S. Figueroa Street Suite 1950 Los Angeles, CA 90071

In re **Bistate Bistro Associates, L.P.**

Case No. _____

Debtor

SCHEDULE H - CODEBTORS

(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Tricorp, Inc. 733 Crown Industrial Court, St. V Chesterfield, MO 63005	GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004
Tricorp, Inc. 733 Crown Industrial Court, St. V Chesterfield, MO 63005	GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004
Tricorp, Inc. 733 Crown Industrial Court, St. V Chesterfield, MO 63005	GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004
Tricorp, Inc. 733 Crown Industrial Court, St. V Chesterfield, MO 63005	GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004
Tricorp, Inc. 733 Crown Industrial Court, St. V Chesterfield, MO 63005	GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004
Tricorp, Inc. 733 Crown Industrial Court, St. V Chesterfield, MO 63005	GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004
Tricorp, Inc. 733 Crown Industrial Court, St. V Chesterfield, MO 63005	CEF Funding V, LLC C/o GE Capital Franchise Finance Corp. 17207 North Perimeter Drive Scottsdale, AZ 85255
Tulsa Memorial Bistro, LLC 733 Crown Industrial Court, St. V Chesterfield, MO 63005	GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004
Tulsa memorial Bistro, LLC 8221 E. 61st Street Tulsa, OK 74133	TCI Eton Square, L.P. 1800 Valley View Lane, Suite 300 Attn: Buz Ziegler Dallas, TX 75234
Tulsa Memorial Bistro, LLC 8221 E. 61st Street Tulsa, OK 74133	GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004

In re Bistate Bistro Associates, L.P.,
Debtor

Case No. _____

SCHEDULE H - CODEBTORS
(Continuation Sheet)

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
Tulsa Promenade Bistro, LLC 733 Crown Industrial Court, St. V Chesterfield, MO 63005	GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004
Tulsa Promenade Bistro, LLC 5359 E 41st Street Tulsa, OK 74135	Tryon N. Sisson and Delores A Sisson 1279 Westwind Circle Westlake Village, CA 91361
Tulsa Promenade Bistro, LLC 5359 E 41st Street Tulsa, OK 74135	GE Capital Attn Bridget Carr 10900 NE 4th Street Suite 500 Bellevue, WA 98004
Wichita West Bistro, LLC 2441 N. Maize Road Wichita, KS 67205	Finegood Family Trust c/o Ken Epstein, CPA 21550 Oxnard Street, Suite 485 Woodland Hills, CA 91367
Wichita West Bistro, LLC 2441 N. Maize Road Wichita, KS 67205	Jules & Associates Inc. 515 S. Figueroa Street Suite 1950 Los Angeles, CA 90071

**United States Bankruptcy Court
Eastern District of Missouri**

In re Bistate Bistro Associates, L.P.

Debtor(s)

Case No.
Chapter

11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Vice President, Chief Financial Officer of the partnership named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 23 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date June 2, 2010

Signature /s/ Bradley F. Bax

Bradley F. Bax

Vice President, Chief Financial Officer

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both,
18 U.S.C. §§ 152 and 3571.

**United States Bankruptcy Court
Eastern District of Missouri**

In re **Bistate Bistro Associates, L.P.**

Debtor(s)

Case No.

Chapter **11**

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None ☐ State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT
\$0.00

SOURCE
Gross Revenue from operation of subsidiaries - unknown to be amended

2. Income other than from employment or operation of business

None ☒ State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT

SOURCE

3. Payments to creditors

None

Complete a. or b., as appropriate, and c.

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS
OF CREDITORDATES OF
PAYMENTS

AMOUNT PAID

AMOUNT STILL
OWING

None



b. *Debtor whose debts are not primarily consumer debts:* List each payment or other transfer to any creditor made within **90 days** immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,850*. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and credit counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments and other transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR

DATES OF
PAYMENTS/
TRANSFERSAMOUNT
PAID OR
VALUE OF
TRANSFERS
\$0.00AMOUNT STILL
OWING
\$0.00**List to be Provided**

None



c. *All debtors:* List all payments made within **one year** immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR AND
RELATIONSHIP TO DEBTOR

DATE OF PAYMENT

AMOUNT PAID

AMOUNT STILL
OWING**List to be Provided****\$0.00****\$0.00****4. Suits and administrative proceedings, executions, garnishments and attachments**

None



a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT
AND CASE NUMBER

NATURE OF PROCEEDING

COURT OR AGENCY
AND LOCATIONSTATUS OR
DISPOSITION

None



b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE
BENEFIT PROPERTY WAS SEIZED

DATE OF SEIZURE

DESCRIPTION AND VALUE OF
PROPERTY

* Amount subject to adjustment on 4/01/13, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

5. Repossessions, foreclosures and returns

- None ☒ List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
----------------------------------------	------------------------------------------------------------	-----------------------------------

6. Assignments and receiverships

- None ☒ a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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- None ☒ b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

- None ☒ List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

- None ☒ List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case **or since the commencement of this case**. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

- None ☐ List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Stinson Morrison Hecker LLP PO Box 219492 Kansas City, MO 64121-9492	4/26/10 Tricorp Management Company	\$50,000.00

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Stinson Morrison Hecker LLP PO Box 219492 Kansas City, MO 64121-9492	5/6/10 Tricorp Management Company	\$30,000.00
Stinson Morrison Hecker LLP PO Box 219492 Kansas City, MO 64121-9492	12/28/09 Tricorp Management Company	\$384.00
Goldstein & Pressmen, P.C. 121 Hunter Avenue, Suite 101 Saint Louis, MO 63124-2082	1/8/10 Tricorp Management Company	\$1,888.00
Goldstein & Pressmen, P.C. 121 Hunter Avenue, Suite 101 Saint Louis, MO 63124-2082	2/26/10 Tricorp Management Company	\$2,001.00
Goldstein & Pressmen, P.C. 121 Hunter Avenue, Suite 101 Saint Louis, MO 63124-2082	3/26/10 Tricorp Management Company	\$1,035.00
High Ridge Partners, Inc. 140 South Dearborn, Suite 420 Chicago, IL 60603	9/22/09 Tricorp management Company	\$30,000.00
High Ridge Partners, Inc. 140 South Dearborn, Suite 420 Chicago, IL 60603	2/22/10 Tricorp Management Company	\$27,447.72
Everett & Wales 1944 Ease Joyce Blvd. PO Box 8370 Fayetteville, AR 72703-8370	3/5/10 Tricorp Management Company	\$1,203.63
Everett & Wales 1944 Ease Joyce Blvd. PO Box 8370 Fayetteville, AR 72703-8370	4/23/10 Tricorp Management Company	\$1,560.00
Knight Law Firm, PLC 509 W. Spring St., Suite 360 Fayetteville, AR 72701	5/12/10 Tricorp Management Company	\$800.00
Stinson Morrison Hecker LLP PO Box 219492 Kansas City, MO 64121-9492	6/1/2010 Tricorp Management Company	\$30,000

10. Other transfers

- None ☐ a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFEREE, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
None <input type="checkbox"/> b. List all property transferred by the debtor within ten years immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.		
NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY

11. Closed financial accounts

- None ☐ List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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12. Safe deposit boxes

- None ☐ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

- None ☐ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

- None ☐ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

- None ☐ If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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16. Spouses and Former Spouses

- None ☐ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

- None ☒ a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☒ b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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- None ☒ c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18. Nature, location and name of business

- None ☐ a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
Bistate Bistro Associates, LP	1256	733 Crown Industrial Ct. Suite V Chesterfield, MO 63005		
Creve Coeur Bistro, LLC	5642	12398 Olive Blvd. Creve Coeur, MO 63141		
South County Bistro, LLC	5706	5262 S. Lindbergh Saint Louis, MO 63126		

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
St. Charles Bistro LLC	8398	733 V Crown Industrial Court Chesterfield, MO 63005		
Fairview Heights Bistro, LLC	8540	6910 N. Illinois Fairview Heights, IL 62208		
St. Louis Bistro, LLC	8432	529 Chestnut Saint Louis, MO 63101		
Springfield Bistro, LLC	8442	3242 S. Stewart Springfield, MO 65804		
Columbia Bistro, LLC	8473	733 V Crown Industrial Court Chesterfield, MO 63005		
OK City Bistro, LLC	5740	4239 Northwest Expressway Oklahoma City, OK 73116		
Tulsa Memorial Bistro, LLC	5870	8221 E. 61st Street Tulsa, OK 74133		
Tulsa Promenade Bistro, LLC	5832	5359 E 41st Street Tulsa, OK 74135		
Quail Springs Bistro, LLC	5895	2515 West Memorial Road Oklahoma City, OK 73134		
Fayetteville Bistro, LLC	9628	3619 North Mall Avenue Fayetteville, AR	(Inactive)	
Wichita West Bistro, LLC	8517	2441 N. Maize Road Wichita, KS 67205		

None ☒ b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME ADDRESS

The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor, or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None ☐ a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS
Lynnette Lemke
733 Crown Industrial Ct.
Suite V
Chesterfield, MO 63005

DATES SERVICES RENDERED
1992 - present

- None ☐ b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME	ADDRESS	DATES SERVICES RENDERED
Swink, Fiehler		

- None ☒ c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME	ADDRESS
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- None ☐ d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS	DATE ISSUED
GE Capital Solutions/Franchise Finance c/o Financial Statement Collections 8377 E. Hartford Drive, Suite 200 Scottsdale, AZ 85255	1st Quarter 2009 mailed 5/13/09 4th Quarter 2008 mailed 3/2/09 3rd Quarter 2008 mailed 12/8/08
BONY 600 E. Las Colinas Blvd., Suite 1300 Irving, TX 75039	3rd Quarter 2009 sent 11/5/09 via email to clifford.jones@fnymellon.com 2nd Quarter 2009 sent 10/30/09 via email 1st Quarter 2009 sent 5/13/09 via email 4th Quarter 2008 mailed 3/2/09 3rd Quarter 2008 mailed 12/8/08 2nd Quarter 2008 mailed 8/26/08 1st Quarter 2008 mailed 5/13/08
GEFF Financial Statement Collections c/o Brokers Logistics 6988 Commerce Ave. El Paso, TX 79915	2nd Quarter 2008 mailed 8/26/08
Truststreet Properties Inc. c/o Ms. Michele Metziner 450 S. Orange Ave., 11th Floor Orlando, FL 32801	2nd Quarter 2008 mailed on 8/27/08 2007 Audited Financials and debt compliance calculation mailed 8/18/08 4th Quarter 2007 and 1st Quarter Financial Statements mailed on 5/13/08

20. Inventories

- None ☒ a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY	INVENTORY SUPERVISOR	DOLLAR AMOUNT OF INVENTORY (Specify cost, market or other basis)
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- None ☒ b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY	NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS
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21. Current Partners, Officers, Directors and Shareholders

- None ☐ a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
Tricorp Food Services, Inc.	General Partner	1%

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
BB Holding Partnership	Limited Partner	60.39%
Tricorp Holding, LLC	Limited Partner	27.61%
Steve Bell	Limited Partner	7%
Marie Jacobs	Limited Partner	4%

- None ☐ b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.

NAME AND ADDRESS	TITLE	NATURE AND PERCENTAGE OF STOCK OWNERSHIP
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22 . Former partners, officers, directors and shareholders

- None ☐ a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
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- None ☐ b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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23 . Withdrawals from a partnership or distributions by a corporation

- None ☐ If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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24. Tax Consolidation Group.

- None ☐ If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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25. Pension Funds.

- None ☐ If the debtor is not an individual, list the name and federal taxpayer-identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date June 2, 2010

Signature /s/ Bradley F. Bax



Bradley F. Bax

Vice President, Chief Financial Officer

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571

**UNITED STATES BANKRUPTCY COURT
EASTERN DISTRICT OF MISSOURI
SOUTHEASTERN DIVISION**

In re:)	
)	
BISTATE BISTRO ASSOCIATES, L.P.,)	Case No. _____
)	Chapter 11
)	(Joint Administration
)	Requested)
Debtor(s).)	
_____)	

DISCLOSURE OF COMPENSATION OF ATTORNEY FOR DEBTOR

1. Pursuant to 11 U.S.C. § 219(a) and Fed. Bank. P. 2016(b), I certify that I am the attorney for the above-named debtor and that compensation paid to me within one year before the filing of the petition in bankruptcy, or agreed to be paid to me, for services rendered or to be rendered on behalf of the debtor(s) in contemplation of or in connection with the bankruptcy case is as follows:

For legal services, I have agree to accept See Application to Employ [docket #__]

Prior to the filing of this statement I have receivedSee Application to Employ [docket #__]

Balance Due See Application to Employ [docket #__]
2. The source of the compensation paid to me was:

☐ Debtor ☐ Other (Specify)
3. The source of compensation to be paid to me is:

☐ Debtor ☐ Other (Specify)
4. ☐ I have not agreed to share the above-disclosed compensation with any other person unless they are members and associates of my law firm.

☐ I have agreed to share the above-disclosed compensation with another person or persons who are not members of associates of my law firm. A copy of the agreement, together with a list of the names of the people sharing in the compensation, is attached.
5. In return for the above-disclosed fee, I have agreed to render legal service for all aspects of the bankruptcy case, including:

- a. Analysis of the debtor's financial situation, and rendering advice to the debtor in determining whether to file a petition in bankruptcy;
 - b. Preparation and filing of any petition, schedules, statements of affairs and plan which may be required;
 - c. Representation of the debtor at the meeting of creditors and confirmation hearing, and any adjourned hearings thereof;
 - d. Representation of the debtor in adversary proceedings and other contested bankruptcy matters;
 - e. [Other provisions as needed]
6. By agreement with the debtor(s), the above-disclosed fee does not include the following services:

CERTIFICATION

I certify that the foregoing is a complete statement of any agreement or arrangement for payment to me for representation of the debtor(s) in this bankruptcy proceedings.

Date

Signature of Attorney

Name of Law Firm

**United States Bankruptcy Court
Eastern District of Missouri**

In re Bistate Bistro Associates, L.P.

Debtor

Case No. _____

Chapter 11

LIST OF EQUITY SECURITY HOLDERS

Following is the list of the Debtor's equity security holders which is prepared in accordance with Rule 1007(a)(3) for filing in this chapter 11 case.

Name and last known address or place of business of holder	Security Class	Number of Securities	Kind of Interest
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None

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Vice President, Chief Financial Officer of the partnership named as the debtor in this case, declare under penalty of perjury that I have read the foregoing List of Equity Security Holders and that it is true and correct to the best of my information and belief.

Date June 2, 2010

Signature /s/ Bradley F. Bax

Bradley F. Bax

Vice President, Chief Financial Officer

*Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C §§ 152 and 3571.*

United States Bankruptcy Court
Eastern District of Missouri

In re Bistate Bistro Associates, L.P.

Debtor(s)

Case No.

Chapter 11

VERIFICATION OF CREDITOR MATRIX

The above named debtor(s) hereby certifies/certify under penalty of perjury that the attached list containing the names and addresses of my creditors (Matrix), consisting of 3 page(s) and is true, correct and complete.

/s/ Bradley F. Bax



Bradley F. Bax/Vice President, Chief Financial Officer
Signer/Title

Dated: June 2, 2010

Captec Financial Group , Inc.
c/o Bank of New York
600 E. Las Colinas Blvd.
Suite 1300
Irving, TX 75039

Captec Financial Group Funding Corp.
24 Frank Lloyd Wright Drive, Lobby L
Fourth Floor PO Box 544
Ann Arbor, MI 48106

CEF Funding V, LLC
C/o GE Capital Franchise Finance Corp.
17207 North Perimeter Drive
Scottsdale, AZ 85255

Creve Coeur Bistro, LLC
733 Crown Industrial Court, Suite V
Chesterfield, MO 63005

Day Jay Associates
c/o General Growth Properties
110 N. Wacker Drive
Attn: Law / Leasing
Chicago, IL 60606

Fairview Hospitality, LLC
c/o Ramada Inn
6900 N. Illinois
Fairview Heights, IL 62208

Finegood Family Trust
c/o Ken Epstein, CPA
21550 Oxnard Street, Suite 485
Woodland Hills, CA 91367

GE Capital
Attn Bridget Carr
10900 NE 4th Street
Suite 500
Bellevue, WA 98004

GE Capital
8377 E. Hartford Drive, Suite 200
Scottsdale, AZ 85255

GE Capital Franchise Finance Corp.
8377 East Hartford Drive
Scottsdale, AZ 85255

Internal Revenue Service
PO Box 21126
Philadelphia, PA 19114

Internal Revenue Service
Insolvency, 5334STL
PO Box 66778
Saint Louis, MO 63166

John D Furby
5235 S. Holt Avenue
Los Angeles, CA 90056

JSJ Realty Associates
c/o Joel Silverman
4589 Via Vistosa
Santa Barbara, CA 93110

Jules & Associates Inc.
515 S. Figueroa Street
Suite 1950
Los Angeles, CA 90071

Key Equipment Finance Inc.
11030 Circle Point Road, 2nd Fl.
Broomfield, CO 80020

Key Equipment Finance, Inc.
4 Campus Drive, Second Floor
Parsippany, NJ 07054

Marie Jacobs
34 Pacland Estates Drive
Chesterfield, MO 63005-4353

OK City Bistro, LLC
733 Crown Industrial Court, Ste. V
Chesterfield, MO 63005

Primrose Restaurant Properties, LP
733 Crown Industrial Court, Suite V
Chesterfield, MO 63005

Ronnie's Enterprises, Inc.
12800 Manchester Road
Saint Louis, MO 63131

Slevin Capital Investments Inc.
24 Pentwater Drive
South Barrington, IL 60010

South County Bistro, LLC
733 Crown Industrial Court, Ste. V
Chesterfield, MO 63005

Springfield Bistro, LLC
733 Crown Industrial Court, Ste. V
Chesterfield, MO 63005

Steve Bell
302 Glen Hollow
Saint Albans, MO 63073

TCI Eton Square, L.P.
1800 Valley View Lane, Suite 300
Attn: Buz Ziegler
Dallas, TX 75234

Tricorp Food Services, Inc.
733 Crown Industrial Court, St. V
Chesterfield, MO 63005

Tricorp Management Company
733 Crown Industrial Court, Ste. V
Chesterfield, MO 63005

Tricorp, Inc.
733 Crown Industrial Court, St. V
Chesterfield, MO 63005

Tryon N. Sisson and Delores A Sisson
1279 Westwind Circle
Westlake Village, CA 91361

Tulsa Memorial Bistro, LLC
733 Crown Industrial Court, St. V
Chesterfield, MO 63005

Tulsa Promenade Bistro, LLC
733 Crown Industrial Court, St. V
Chesterfield, MO 63005

UGP-Kiener/Stadium Parking, LLC
c/o Interpart, Inc.
200 N. LaSalle Street, Suite 1400
Attn: Charles J. Murphy
Chicago, IL 60601

Wells Fargo Equipment Finance
733 Marquette
Minneapolis, MN 55479

Westgate Centre, LLC
#7 North Bemiston
Saint Louis, MO 63105